

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

[illegible]

**APPELLANT'S DESIGNATION OF ITEMS TO BE INCLUDED IN
THE RECORD ON APPEAL AND STATEMENT OF ISSUE ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellant Hennigan, Bennett & Dorman LLP (“HBD”) hereby designates the following items to be included in the record on appeal from the “Order Regarding Application Of Hennigan, Bennett & Dorman LLP For Allowance Of Compensation And For Reimbursement Of Expenses Incurred In Defense Of Objection To The Firm’s Final Fee Application” [docket # 3312] (the “Order”), entered in this bankruptcy case on March 10, 2005:

Filing Date/ Entry Date	Docket No.	Document
08/14/2001	2431	Application For Interim Professional Compensation (Sixth And Final) Of Hennigan, Bennett & Dorman.
10/26/2001	2524	Motion To Extend Time For Objection Deadlines To All Final Fee Applications.

Filing Date/ Entry Date	Docket No.	Document
12/03/2001	2549	Objection To Application Objection To The Final Fee Applications Of Hennigan, Bennett & Dorman And Howrey & Simon For Compensation And Reimbursement Of Expenses For The Pre-Effective Date Period.
01/07/2002	2591	Stipulation By Goldin Associates, L.L.C., Liquidating Trustee Of The Worldwide Direct Liquidation Trust And Between Hennigan, Bennett & Dorman Of An Order Regarding Briefing And Discovery Schedule For Objection.
02/28/2002	2654	Order Approving Amended Stipulation Regarding Briefing And Discovery Schedule For Objection To Hennigan, Bennett & Dorman's Final Fee Application, And Scheduling Hearing.
03/01/2002	2650	Supplemental Objection To The Final Fee Application Of Hennigan Bennett & Dorman For The Pre-Effective Date Period.
03/15/2002	2661	Reply Of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application.
03/15/2002	2662	Appendix Filed By Hennigan, Bennett & Dorman.
03/15/2002	2663	Appendix Filed By Hennigan, Bennett & Dorman.
03/15/2002	2664	Affidavit Of Shawna Ballard In Support Of Reply Of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application.
03/15/2002	2665	Affidavit Of James O. Johnston In Support Of Hennigan, Bennett & Dorman's Final Fee Application.
03/15/2002	2666	Affidavit Of Linda A. Kontos In Support Of Reply Of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application.
03/18/2002	2669	Declaration Of Eugene Davis In Support Of Hennigan, Bennett & Dorman's Final Fee Application.
05/03/2002	2723	Notice Of Hearing Respecting Motion In Limine By The Liquidating Trustee.

Filing Date/ Entry Date	Docket No.	Document
05/08/2002	2732	Motion To Allow Motion Requesting Telephonic Status Conference To Establish Procedures For The May 16, 2002 Hearing Regarding Hennigan, Bennett & Dorman's Final Fee Application.
05/14/2002	2738	Affidavit Of Linda A. Kontos In Support Of Objection To Motion Of Liquidating Trustee's Motion In Limine To Preclude Evidence.
05/15/2002	2743	Affidavit Of Bruce Bennett In Support Of Reply Of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application.
05/15/2002	2744	Revised Declaration Of Shawna Ballard In Support Of Reply Of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application.
05/15/2002	2745	Revised Declaration Of Eugene I. Davis In Support Of Reply Of Hennigan, Bennett & Dorman To The Liquidating Trust's Objection To The Final Fee Application.
05/16/2002	2747	Revised Declaration Of Thaddeus Bereday In Support Of Hennigan, Bennett & Dorman's Final Fee Application.
07/05/2002	2802	Transcript Of Hearing Held Before The Honorable Mary F. Walrath On May 16, 2002.
08/21/2002	2850	Motion For Leave To File An Addendum To The Supplemental Objection To The Final Fee Application Of Hennigan Bennett & Dorman For The Pre-Effective Date Period.
09/17/2002	2861	Transcript Of Hearing Held On 5/16/2002.
10/24/2002	2885	Final Application For Compensation And For Reimbursement Of Holdback Fees And Expenses For Legal Cost Control, Inc., Auditor For The Period From August 28, 2001 To December 31, 2001.
10/24/2002	2889	First Interim Application For Compensation And For Reimbursement Of Expenses For The Period From October 27, 2001 To July 31, 2002 For Gibbons, Del Deo, Dolan, Griffinger & Vecchione, PC.

Filing Date/ Entry Date	Docket No.	Document
10/25/2002	2891	First Application For Compensation For Wollmuth Maher & Deutsch LLP, Special Counsel For The Period From May 7, 2002 To July 31, 2002: 5/7/2002 To 7/31/2002.
12/05/2002	2982	Hearing Held/Court Sign-In Sheet.
12/06/2002	2978	Exhibits For December 5, 2002 Hearing On HBD's Fee Application
04/15/2003	3044	Citation Of Subsequent Authority In Support Of Final Fee Application Of Hennigan, Bennett & Dorman LLP.
04/23/2003	3050	Transcript Of Hearing Held On December 5, 2002 At 9:33 A.M.
07/01/2003	3083	Second Interim Application For Allowance Of Compensation And Reimbursement Of Expenses For The Period Of August 1, 2002 Through May 31, 2003 Filed By Wollmuth Maher & Deutsch LLP.
11/01/2004	3258	Opinion Sustaining In Part Liquidating Trustee's Objection To Sixth And Final Verified Application Of Hennigan, Bennett & Dorman For Allowance Of Compensation And Reimbursement Of Expenses.
11/01/2004	3259	Order Sustaining In Part Liquidating Trustee's Objection To Sixth And Final Verified Application Of Hennigan, Bennett & Dorman For Allowance Of Compensation And Reimbursement Of Expenses.
12/16/2004	3289	Motion Of Goldin Associates, L.L.C., As Liquidating Trustee For The Worldwide Direct Liquidating Trust (I) To Enforce October 29, 2004, Bankruptcy Court Order Requiring Hennigan, Bennett & Dorman To Disgorge Fees And (II) For Sanctions For Civil Contempt Including An Award Of Interest, Costs And Fees.

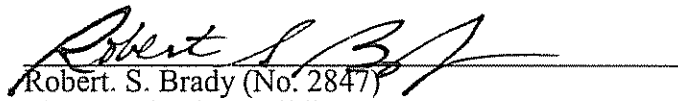
Filing Date/ Entry Date	Docket No.	Document
12/30/2004	3296	Response To Motion Of Goldin Associates, L.L.C., As Liquidating Trustee For The Worldwide Direct Liquidating Trust (I) To Enforce October 29, 2004, Bankruptcy Court Order Requiring Hennigan, Bennett & Dorman To Disgorge Fees And (II) For Sanctions For Civil Contempt Including An Award Of Interest, Costs And Fees.
12/30/2004	3297	Application Of Hennigan, Bennett & Dorman LLP For Compensation And For Reimbursement Of Expenses Incurred In Defense Of Objection To The Firm's Final Fee Application.
12/30/2004	3298	Declaration Of Service Of Donna Cardenas.
02/01/2005	3305	Objection Of The Liquidating Trustee To The Application Of Hennigan, Bennett & Dorman For Allowance Of Compensation And Reimbursement Of Expenses Incurred In Defense Of Firm's Final Fee Application.
02/25/2005	3308	Transcript Of Hearing Held On February 8, 2005 At 11:37 A.M.
03/10/2005	3312	Order Regarding Application Of Hennigan, Bennett & Dorman LLP For Compensation And For Reimbursement Of Expenses Incurred In Defense Of Objection To The Firm's Final Fee Application

STATEMENT OF ISSUE ON APPEAL

Did the Bankruptcy Court err in denying HBD an award of its reasonable fees and expenses incurred in defending against the Liquidating Trust's objection to HBD's final fee application, where HBD prevailed on over eighty-six percent (86%) of the fees and expenses to which an objection was made and nearly ninety-five percent (95%) of HBD's total requested fees and expenses, and where the Liquidating Trust's objection was lodged and prosecuted in bad faith?

Dated: March 24, 2005

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-and-

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
WORLDWIDE DIRECT, INC., et al.,¹) Case No. 99- 108 (MFW)
)
Debtors.) Jointly Administered

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

Chandra J. Rudloff being duly sworn according to law, deposes and says that she is employed by the law firm of Young Conaway Stargatt & Taylor, LLP, and that on March 24, 2005, she caused the following copies to be served, as indicated, upon the parties identified on the attached service list:

**APPELLANT'S DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON
APPEAL AND STATEMENT OF ISSUE ON APPEAL**


Chandra J. Rudloff

SWORN TO AND SUBSCRIBED before me this 24th day of March 2005.


Notary Public

My commission expires: _____

ANGELA M. COLSON
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Aug 31, 2007

¹ Worldwide Direct, Inc., SmarTalk TeleServices, Inc., SmarTalk USPS Sales Co. (f/k/a American Express Telecom, Inc.), GTI Telecom, Inc., USA Telecommunications Services, Inc. (d/b/a The Debit Cellular Network), SmarTel Communications, Inc., SMTK NY-I Corp., Creative Network Marketing, Inc., SmarTalk (Delaware) Corporation, SMTK Acquisition Corp., SMTK Acquisition Corp III, SmarTalk Acquisition Corp., ConQuest Communications Corp., ConQuest Long Distance Corp., ConQuest Operator Services Corp., SmarTel, Inc., SmarTel International, Inc., SmarTel Communications of Virginia, Inc., and ConQuest Operator Services, LP.

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